

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK

Case number (if known)

Chapter

11

☐ Check if this an
amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **RG Mezz LLC**

2. All other names debtor
used in the last 8 years

Include any assumed
names, trade names and
doing business as names

3. Debtor's federal
Employer Identification
Number (EIN) **06-1762437**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of
business

**617 11th Avenue
New York, NY 10036**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

New York
County

Location of principal assets, if different from principal
place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **RG Mezz LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **RG Mezz LLC** Case number (if known) _____
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☐ No ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See attached list.** Relationship _____
District _____ When _____ Case number, if known _____

11. Why is the case filed in this district? Check all that apply:
- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
 - ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention? (Check all that apply.)**
- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
 - ☐ It needs to be physically secured or protected from the weather.
 - ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
 - ☐ Other _____
- Where is the property?** _____
Number, Street, City, State & ZIP Code
- Is the property insured?**
- ☐ No
 - ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds Check one:
- ☒ Funds will be available for distribution to unsecured creditors.
 - ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor **RG Mezz LLC**
Name

Case number (if known)

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **RG Mezz LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 28, 2022**
MM / DD / YYYY

X /s/ Robert Gans

Signature of authorized representative of debtor

Robert Gans

Printed name

Title **Authorized Signatory**

18. Signature of attorney

X /s/ FRED B. RINGEL

Signature of attorney for debtor

Date **June 28, 2022**

MM / DD / YYYY

FRED B. RINGEL

Printed name

LEECH TISHMAN ROBINSON BROG, PLLC

Firm name

875 THIRD AVENUE

New York, NY 10022

Number, Street, City, State & ZIP Code

Contact phone **(212) 603-6300**

Email address

Bar number and State

LIST OF AFFILIATED FILING ENTITIES

STARLIN LLC

610 WEST 46TH STREET ENTERPRISES, LTD.

RM HOLDINGS COMPANY INC.

BRC OWNERS, L.P.

RG MEZZ LLC

RG MEZZ III LLC

RG MEZZ V LLC

RG MEZZ VI LLC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11

**610 WEST 46TH STREET ENTERPRISES, LTD.,
RM HOLDINGS COMPANY, INC., RG MEZZ
VI LLC, RG MEZZ V LLC, RG MEZZ LLC,
BRC OWNERS L.P., STARLIN LLC and RG
MEZZ III LLC**

Debtors.

-----X

CERTIFICATE OF RESOLUTION

I, the undersigned, **Robert Gans**, in his capacity as (i) President of **610 West 46th Street Enterprises, Ltd.** and **RM Holdings Company, Inc.** (the “Corporations”), (ii) Manager of **RG Mezz VI LLC, RG Mezz V LLC, RG Mezz LLC, Starlin LLC and RG Mezz III LLC** (the “LLCs”), and (iii) Manager of **BRC Owners LLC**, the general partner of **BRC Owners L.P.** (the “LP” and together with the Corporations and the LLCs, the “Companies”), does hereby certify that at a meeting of each of the respective Companies duly called and held, the following resolutions were adopted, and they have not been modified or rescinded, and are still in full force and effect:

“**RESOLVED**, that in the judgment of the Companies it is desirable and in the best interest of the Companies, its creditors, shareholders and other interested parties, that petitions be filed by the Companies for relief under Chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”); and it is further

“**RESOLVED**, that the form of petitions under Chapter 11 presented to this meeting is approved and adopted in all respects, and that Robert Gans, in his capacity as President of the Corporations, Manager of the LLCs and Manager of the general partner of the LP, is authorized to execute and verify petitions substantially in such form and to cause the same to be filed with the United States Bankruptcy Court for the Southern District of New York at such time as he shall determine; and it is further

“RESOLVED, that Robert Gans, in his capacity as President of the Corporations, Manager of the LLCs and Manager of the general partner of the LP, is authorized to execute and file all petitions, reorganization schedules, lists and other papers and to effectuate the filing of the Chapter 11 cases, and, in that connection, that the firm of Leech Tishman Robinson Brog PLLC be retained and employed as legal counsel for the Companies under a general retainer, in addition to such special counsel as may hereafter become necessary or proper with a view to the successful conclusion of such Chapter 11 cases.”

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Companies this
27th day of June, 2022.

**610 West 46th Street Enterprises, Ltd., RM Holdings
Company, Inc., RG Mezz VI LLC, RG Mezz V LLC, RG
Mezz LLC, BRC Owners L.P., Starlin LLC and RG Mezz
III LLC**

By: /s/ Robert Gans

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11

**610 WEST 46TH STREET ENTERPRISES,
LTD.,
RM HOLDINGS COMPANY, INC., RG
MEZZ VI LLC, RG MEZZ V LLC, RG MEZZ
LLC, BRC OWNERS L.P., STARLIN LLC
and RG MEZZ III LLC**

Debtors.

Case Nos.:

(Joint Administration Pending)

-----X

DECLARATION PURSUANT TO LOCAL RULE 1007-2

Robert Gans, hereby declares under penalty of perjury that the following statements are true and correct:

1. I am (i) President of **610 West 46th Street Enterprises, Ltd.** and **RM Holdings Company, Inc.** (the “Corporations”), (ii) Manager of **RG Mezz VI LLC**, **RG Mezz V LLC**, **RG Mezz LLC**, **Starlin LLC** and **RG Mezz III LLC** (the “LLCs”), and (iii) Manager of **BRC Owners LLC**, the general partner of **BRC Owners L.P.** (the “LP” and together with the Corporations and the LLCs, the “Debtors”), and, unless otherwise specified, am fully familiar with the facts set forth herein.

2. I submit this declaration in accordance with Local Bankruptcy Rule 1007-2 in support of the Debtors’ filing of voluntary petitions under Chapter 11 of Title 11 of the United States Code (“Bankruptcy Code”).

3. I have instructed the Debtors' proposed counsel, Leech Tishman Robinson Brog PLLC to file a motion for joint administration of these cases. Therefore, this Rule 1007-2 Declaration addresses issues common to all the Debtors.

4. The Debtors are the owners of the real property and improvements located at 175 Spring Street, New York, New York; 610 West 46th Street, New York, New York; 616-620 West 46th Street, New York, New York; 617 11th Avenue, New York, New York; 623 11th Avenue, New York, New York; 616-624 11th Avenue, New York, New York; 613-615 11th Avenue, New York, New York; 603 West 45th Street aka 609-611 11th Avenue, New York, New York; 108-02 Merrick Boulevard, Queens, New York; and 108-16 Merrick Boulevard, Queens, New York.

5. The Debtors are filing to preserve the assets of their estates, including the ownership of the entities that own real property subject to the mezzanine debt and to protect the ownership and to safeguard the management rights of equity from any adverse consequences caused by the enforcement of rights by the debtors' secured creditors.

6. No pre-petition committee was organized prior to the Order for relief.

7. No property of the Debtor is in the possession and control of a receiver.

8. The names and addresses of the Debtors' twenty largest unsecured creditors, excluding insiders is attached to this declaration.

9. The remaining information required by Local Bankruptcy Rule 1007-2 shall be included in the Debtors' schedules and statement of financial affairs, which

will be filed within the 14-day time period as required by section 512 of the Bankruptcy Code and Bankruptcy Rule 1007(c).

10. The Debtors' Properties are currently non-operating and thus no budget is being submitted with this declaration.

I declare under penalty of perjury under the laws of the United States, pursuant to 28 U.S.C. §1746, that the foregoing is true and correct.

11. No property of the Debtors is in the possession and control of a receiver.

Dated: June 27, 2022

610 West 46th Street Enterprises, Ltd., RM
Holdings Company, Inc., RG Mezz VI LLC, RG
Mezz V LLC, RG Mezz LLC, BRC Owners L.P.,
Starlin LLC and RG Mezz III LLC
By: /s/ Robert Gans

Fill in this information to identify the case:

Debtor name RG Mezz LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 28, 2022

X /s/ Robert Gans

Signature of individual signing on behalf of debtor

Robert Gans

Printed name

Authorized Signatory

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **RG Mezz LLC**
 United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**
 Case number (if known): _____

☐ Check if this is an
amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
CT Corporation Staffing, Inc. 1209 Crange Street Wilmington, DE 19801			Contingent Unliquidated Disputed			\$0.00

Fill in this information to identify the case:

Debtor name **RG Mezz LLC**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)

1a. Real property:

Copy line 88 from *Schedule A/B*..... \$ **0.00**

1b. Total personal property:

Copy line 91A from *Schedule A/B*..... \$ **0.00**

1c. Total of all property:

Copy line 92 from *Schedule A/B*..... \$ **0.00**

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ **27,266,435.10**

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ **0.00**

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ **0.00**

4. Total liabilities
Lines 2 + 3a + 3b

\$ **27,266,435.10**

Fill in this information to identify the case:Debtor name **RG Mezz LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☒ No. Go to Part 2.
☐ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
☐ Yes Fill in the information below.

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**

- ☒ No. Go to Part 4.
☐ Yes Fill in the information below.

Part 4: Investments**13. Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.

Debtor RG Mezz LLC Case number (if known) _____
Name

☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
☐ Yes Fill in the information below.

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes Fill in the information below.

Current value of
debtor's interest

71. **Notes receivable**
Description (include name of obligor)
72. **Tax refunds and unused net operating losses (NOLs)**
Description (for example, federal, state, local)
73. **Interests in insurance policies or annuities**
74. **Causes of action against third parties (whether or not a lawsuit has been filed)**
75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**
76. **Trusts, equitable or future interests in property**
77. **Other property of any kind not already listed** *Examples:* Season tickets, country club membership

100% membership interests in 616 11th Avenue LLC

Unknown

Debtor **RG Mezz LLC** Case number (if known) _____
Name

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$0.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☒ No

☐ Yes

Debtor RG Mezz LLC Case number (if known) _____
Name

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$0.00</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$0.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$0.00</u>	+ 91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$0.00</u>

Case number (if known)

page 1 of 1

SCHEDULE D RIDER

STARLIN LLC

610 WEST 46TH STREET ENTERPRISES, LTD.

RM HOLDINGS COMPANY INC.

BRC OWNERS, L.P.

RG MEZZ LLC

RG MEZZ III LLC

RG MEZZ V LLC

RG MEZZ VI LLC

Fill in this information to identify the case:

Debtor name **RG Mezz LLC**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.
- ☐ Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address CT Corporation Staffing, Inc. 1209 Crange Street Wilmington, DE 19801 Date(s) debt was incurred ____ Last 4 digits of account number ____	Unknown As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.2	Nonpriority creditor's name and mailing address INTERNAL REVENUE SERVICE PO BOX 7346 Philadelphia, PA 19101-7346 Date(s) debt was incurred ____ Last 4 digits of account number ____	\$0.00 As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: FOR NOTICE PURPOSES ONLY. Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.3	Nonpriority creditor's name and mailing address NEW YORK STATE DEPT. OF FINANC ATTN: BANKRUPTCY SPECIAL PROC PO BOX 5300 Albany, NY 12205 Date(s) debt was incurred ____ Last 4 digits of account number ____	\$0.00 As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: FOR NOTICE PURPOSES ONLY. Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.4	Nonpriority creditor's name and mailing address NYC DEPT. OF FINANCE 345 ADAMS STREET, 3RD FL. ATTN: LEGAL AFFAIRS Brooklyn, NY 11201 Date(s) debt was incurred ____ Last 4 digits of account number ____	\$0.00 As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: FOR NOTICE PURPOSES ONLY. Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Part 3: List Others to Be Notified About Unsecured Claims

Debtor **RG Mezz LLC** Case number (if known) _____
Name

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	CORP. COUNSEL FOR NYC 100 CHURCH STREET New York, NY 10007	Line <u>3.4</u> <input type="checkbox"/> Not listed. Explain _____	—
4.2	NYC LAW DEPARTMENT TAX AND BANKRUPTCY LITIGATION 100 CHURCH STREET New York, NY 10007	Line <u>3.4</u> <input type="checkbox"/> Not listed. Explain _____	—
4.3	OFFICE OF THE ATTORNEY GENERAL 28 Liberty St. New York, NY 10005	Line <u>3.3</u> <input type="checkbox"/> Not listed. Explain _____	—
4.4	US ATTY OFFICE -SDNY 86 CHAMBERS STREET ATTN: TAX AND BANKRUPTCY New York, NY 10007	Line <u>3.2</u> <input type="checkbox"/> Not listed. Explain _____	—

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

Total of claim amounts	
5a. \$	0.00
5b. + \$	0.00
5c. \$	0.00

Fill in this information to identify the case:

Debtor name **RG Mezz LLC**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☒ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☐ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).

Property

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.2 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.3 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.4 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

Fill in this information to identify the case:

Debtor name **RG Mezz LLC**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206H
Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name

Mailing Address

Name

Check all schedules that apply:

2.1 **Robert Gans**

**617 11th Avenue
New York, NY 10036
Guarantor**

**CLINTON PB
HOLDINGS II LLC**

☒ D **2.1**
☐ E/F _____
☐ G _____

**United States Bankruptcy Court
Southern District of New York**

In re **RG Mezz LLC**

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Caren Gans Family Trust 617 11th Avenue New York, NY 10036		1%	Member
Richard Gans Living Trust 617 11th Avenue New York, NY 10036		1%	Member
Robert Gans 2012 Family Trust 617 11th Avenue New York, NY 10036		49	Member
Robert M. Gans 617 11th Avenue New York, NY 10036		49%	Member

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Authorized Signatory** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **June 28, 2022**

Signature **/s/ Robert Gans
Robert Gans**

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Southern District of New York**

In re **RG Mezz LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Authorized Signatory of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **June 28, 2022**

/s/ Robert Gans

Robert Gans/Authorized Signatory

Signer/Title

CAREN GANS FAMILY TRUST
617 11TH AVENUE
NEW YORK, NY 10036

CLINTON PB HOLDINGS II LLC
C/O EXTELL DEVELOPMENT COMPANY
805 THIRD AVENUE, 7TH FLOOR
NEW YORK, NY 10022

CORP. COUNSEL FOR NYC
100 CHURCH STREET
NEW YORK, NY 10007

CT CORPORATION STAFFING, INC.
1209 CRANGE STREET
WILMINGTON, DE 19801

FRIED, FRANK, HARRIS, SHRIVER
ATTN: SHIRA D. SANDLER, ESQ.
ONE NEW YORK PLAZA
NEW YORK, NY 10004

INTERNAL REVENUE SERVICE
PO BOX 7346
PHILADELPHIA, PA 19101-7346

NEW YORK STATE DEPT. OF FINANC
ATTN: BANKRUPTCY SPECIAL PROC
PO BOX 5300
ALBANY, NY 12205

NYC DEPT. OF FINANCE
345 ADAMS STREET, 3RD FL.
ATTN: LEGAL AFFAIRS
BROOKLYN, NY 11201

NYC LAW DEPARTMENT
TAX AND BANKRUPTCY LITIGATION
100 CHURCH STREET
NEW YORK, NY 10007

OFFICE OF THE ATTORNEY GENERAL
28 LIBERTY ST.
NEW YORK, NY 10005

RICHARD GANS LIVING TRUST
617 11TH AVENUE
NEW YORK, NY 10036

ROBERT GANS
617 11TH AVENUE
NEW YORK, NY 10036

ROBERT GANS 2012 FAMILY TRUST
617 11TH AVENUE
NEW YORK, NY 10036

ROBERT M. GANS
617 11TH AVENUE
NEW YORK, NY 10036

US ATTY OFFICE -SDNY
86 CHAMBERS STREET
ATTN: TAX AND BANKRUPTCY
NEW YORK, NY 10007

**United States Bankruptcy Court
Southern District of New York**

In re **RG Mezz LLC**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **RG Mezz LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

June 28, 2022

Date

/s/ FRED B. RINGEL

FRED B. RINGEL

Signature of Attorney or Litigant

Counsel for **RG Mezz LLC**

LEECH TISHMAN ROBINSON BROG, PLLC

875 THIRD AVENUE

New York, NY 10022

(212) 603-6300